

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Quarterhill Inc. (the **Company** or **Quarterhill**)  
25 King Street West, Suite 1101  
Toronto, Ontario  
M5L 2A1

**Item 2 Date of Material Change**

September 5, 2023

**Item 3 News Release**

A news release with respect to the material change was disseminated by the Company through the facilities of CISION and filed on SEDAR+, on September 5, 2023

**Item 4 Summary of Material Change**

On September 5, 2023, the Company appointed Chuck Myers the Chief Executive Officer (**CEO**) of the Company, effectively immediately.

**Item 5 Full Description of Material Change**

**5.1** On September 5, 2023, the Company appointed Chuck Myers the CEO of the Company, effectively immediately.

Mr. Myers has been a member of the Quarterhill Board since May 2023. Mr. Myers most recently served as CEO and board member of Cogniac Corporation, a San Jose, California-based provider of enterprise-class AI deep learning solutions that automate visual inspection through image and video analysis. Under his leadership, Cogniac was named “2021 Global Entrepreneurial Company of the Year in Computer Vision” by Frost & Sullivan and “A Global Leader” by IDC in 2022.

Prior to his time at Cogniac, Mr. Myers was President, Chief Executive Officer, and Board Member of Airgain, Inc. (NASDAQ: AIRG), a leading provider of embedded antenna technologies used to enable high performance wireless networking. Earlier in his career, Mr. Myers was a member of the SAIC Transportation Division that was instrumental in building the first electronic toll collection system in the United States. That single project subsequently grew into the creation of Transcore, one of the largest electronic toll collection providers in the world. During this period, Mr. Myers played significant roles in several acquisitions including Syntonic, Cubic Toll Systems, and JHK Associates.

Mr. Myers currently serves as an advisor to Platform Science, a revolutionary fleet management platform; Rx.Health, a digital health platform company; and Energy311, a green energy and fintech start-up. Mr. Myers holds a Master of Science degree in Management of Technology from MIT and a Bachelor of Science degree in Engineering from National University, and an Organizational Leadership Certificate from Yale School of Management.

**5.2 Disclosure for Restructuring Transaction**

Not applicable.

**Item 6 Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Kyle Chriest  
Interim CFO  
kchriest@quarterhill.com

**Item 9 Date of Report**

September 6, 2023